

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, *et al.*, Debtors.

Chapter 11

: :
: : **Case No. 05-44481 (RDD)**
: **(Jointly Administrated)**

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

Internet Corporate EFT a/k/a Internet Corporation (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

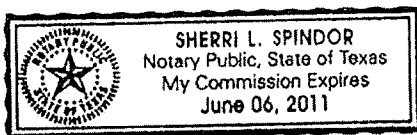
This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignments of Claim, dated as of December 21, 2005 and July 26, 2006 (copies of which are attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 15, 2008

Signed: William H. Whalen
Name of Signatory: William H. Whalen
Title/Office of Signatory: CFO

Address: 301 Commerce Street
Suite 2901
Fort Worth, TX 76102

Acknowledged before me on February 15, 2008, by William Whalen, who says that she /he is the CFO of the corporation named above and is authorized to execute this power of attorney on its behalf.



By Sherril L. Spindor
Name:
Notary Public, State of Texas
No. _____
Commission Expires: 6/6/11

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, *et al.*, Debtors.

Chapter 11

: :
: : Case No. 05-44481 (RDD)
: :
: (Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

Internet Jackson a/k/a Tool Products, LLC (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

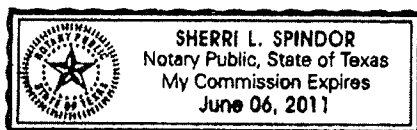
This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignments of Claim, dated as of December 21, 2005 and July 26, 2006 (copies of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 15, 2008

Signed: William H. Whalen
Name of Signatory: William H. Whalen
Title/Office of Signatory: CFO

Address: 301 Commerce Street
Suite 2901
Fort Worth, TX 76102

Acknowledged before me on February 15, 2008, by Bill Whalen, who says that she /he is the CFO of the corporation named above and is authorized to execute this power of attorney on its behalf.



By Sherri L. Spindor
Name:
Notary Public, State of Texas
No. _____
Commission Expires: 6/6/11

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al., Debtors.

Chapter 11

::
:: **Case No. 05-44481 (RDD)**
:
(Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

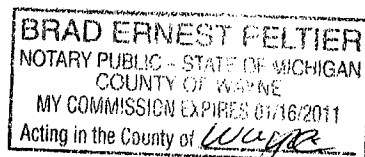
Key Plastics LLC (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of May 25, 2006 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 14, 2008

Signed: Rex E. Carlile
Name of Signatory: Rex E. Carlile
Title/Office of Signatory: Vice President Chief
Financial Officer North America
Address: 21700 Haggerty Road
Suite 100N
Northville, MI 48167

Acknowledged before me on February 14, 2008, by Rex E. Carlile, who says that she /he is the Vice President Chief Financial Officer North America of the corporation named above and is authorized to execute this power of attorney on its behalf.



By: [Signature]
Name: _____
Notary Public, State of _____
No. _____
Commission Expires: _____

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al., Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

MEMC Electronic Materials Inc. (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of March 9, 2007 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 14, 2008

Signed: Bradley D. Kohn
Name of Signatory: Bradley D. Kohn
Title/Office of Signatory: Vice President, General Counsel and Corporate Secretary

Address: 501 Pearl Drive
St. Peters, MO 63376

Acknowledged before me on February 14, 2008, by Bradley D. Kohn, who says that she /he is the Vice President, General Counsel and Corporate Secretary of the corporation named above and is authorized to execute this power of attorney on its behalf.

By: Cheryl A. Sims
Name: Cheryl Sims
Notary Public, State of Missouri
No. _____
Commission Expires: _____



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al., Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

Micron Semiconductor Products Inc. (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of April 30, 2007 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

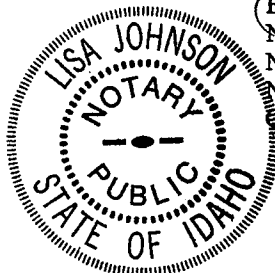
Dated: February 14, 2008

Signed: [Signature]
Name of Signatory: Greg Harwood
Title/Office of Signatory: Asst. General Counsel

Address: 800 S Federal Way
Boise, ID 83716

REVIEWED
MTI Legal

Acknowledged before me on February 14th, 2008, by [ENTER SIGNATORY NAME] Gregory Harwood who says that she /he is the [ENTER OFFICE / TITLE OF SIGNATORY] Asst. General Counsel of the corporation named above and is authorized to execute this power of attorney on its behalf.



By: [Signature]
Name: Lisa Johnson
Notary Public, State of Idaho
No. —
Commission Expires: 8/12/11

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al., Debtors.

Chapter 11

: :
: : **Case No. 05-44481 (RDD)**
: **(Jointly Administrated)**

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

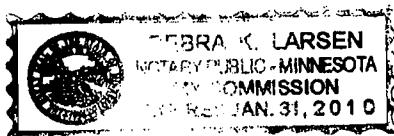
Multek Flexible Circuits Inc. d/b/a Sheldahl (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of March 27, 2007 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 14, 2008

Signed: Al Wadleigh
Name of Signatory: Al Wadleigh
Title/Office of Signatory: Controller
Address: 1150 Sheldahl Road
Northfield, MN 55057

Acknowledged before me on February 14, 2008, by [ENTER SIGNATORY NAME] Al Wadleigh who says that she/he is the [ENTER OFFICE / TITLE OF SIGNATORY] Controller of the corporation named above and is authorized to execute this power of attorney on its behalf.



By: Debra K. Larsen
Name: Debra K. Larsen
Notary Public, State of MN
No. _____
Commission Expires: Jan 31, 2010

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Chapter 11

In re:

DELPHI CORPORATION, *et al.*, Debtors.

::
:: Case No. 05-44481 (RDD)
:
(Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

Stahl Specialty Company (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

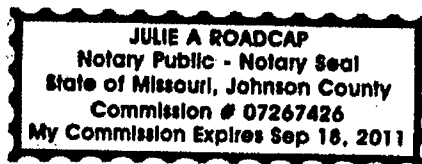
This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of November 18, 2005 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 15, 2008

Signed: [Signature]
Name of Signatory: JAMES E. SPALDING
Title/Office of Signatory: PRESIDENT

Address:

Acknowledged before me on February 15, 2008, by [ENTER SIGNATORY NAME] Jim Spalding who says that she /he is the [ENTER OFFICE / TITLE OF SIGNATORY] President of the corporation named above and is authorized to execute this power of attorney on its behalf.



By: [Signature]
Name: _____
Notary Public, State of MO
No. 07267426
Commission Expires: Sept. 18, 2011

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : : Chapter 11
: :
DELPHI CORPORATION, *et al.*, Debtors. : Case No. 05-44481 (RDD)

(Jointly Administrated)

GENERAL POWER OF ATTORNEY

To: Maura I. Russell, Esq. of Dreier LLP, 499 Park Avenue, New York, New York 10022, and Alvin Galstian, Esq. of Dreier Stein Kahan Browne Woods George LLP, The Water Garden, 1620 26th Street, 6th Floor, North Tower, Santa Monica, CA 90404.

Waupaca Foundry Inc. (the "Company") hereby authorizes you, or any one of you, as attorneys in fact for the undersigned and with full power of substitution, to vote on the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization in the above-captioned cases and to take all actions associated therewith.

This Power of Attorney shall have a retroactive effect to January 11, 2008 and shall: (i) ratify the Assignment of Claim, dated as of November 18, 2005 (a copy of which is attached hereto as Exhibit "A"), which granted SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P., and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") a power-of-attorney which included, among other things, the appointment by the Company of Silver Point with full power of substitution as the Company's true and lawful attorney, as well as the authorization of Silver Point to act in the Company's name, place and stead, to demand, sue for, compromise and recover all such sums of money which are or may become due and payable, and to take all actions necessary to enforce the Company's claims and the associated rights of the Company, including, but not limited to, signing, completing and serving the Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization on behalf of the Company (the "Subject Cure Notice"); and (ii) ratify the actions taken by Silver Point in connection therewith.

Dated: February 15, 2008

Signed: Mary M. Gigante
Name of Signatory: Gary Gigante
Title/Office of Signatory: CEO / President

Address:

Acknowledged before me on February 15, 2008, by [ENTER SIGNATORY NAME] Gary Gigante, who says that she/he is the [ENTER OFFICE / TITLE OF SIGNATORY] CEO of the corporation named above and is authorized to execute this power of attorney on its behalf.

By: Carmie Katarzyna
Name:
Notary Public, State of Wisconsin
No. _____
Commission Expires: 2/15/09